

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)
Debtors. : (Jointly Administered)
: :
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**ORDER PURSUANT TO SECTIONS 105 AND 363 OF THE BANKRUPTCY CODE
APPROVING THE TERMINATION OF THE SPRUCE CCS, LTD. SECURITIZATION**

Upon the motion, dated September 28, 2011 (the “Motion”),¹ of Lehman Commercial Paper Inc. (“LCPI”) and Lehman Brothers Holdings Inc. (“LBHI”) and their affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors-in-possession pursuant to sections 105 and 363 of the Bankruptcy Code, for approval of the termination of the Spruce CCS, Ltd. securitization, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the U.S. Trustee; (ii) the attorneys for the Creditors’ Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) the attorneys for U.S. Bank; (vii) the attorneys for Spruce;

¹ All capitalized terms used but not defined in this Order shall have the meanings ascribed to such terms in the Motion.

(viii) the Co-Issuer; (ix) the attorneys for Bankhaus; and (x) all other parties entitled to notice in accordance with the procedures set forth in the second amended order entered on June 17, 2010 governing case management and administrative procedures for these cases, ECF No. 9635; and a hearing (the “Hearing”) having been held to consider the relief requested in the Motion; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and their creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that objections, if any, to the Motion, that have not been resolved or withdrawn, are overruled; and it is further

ORDERED that the Motion is granted; and it is further

ORDERED that pursuant to sections 105 and 363(b) of the Bankruptcy Code, the Termination Agreement is approved, and LCPI and LBHI are duly authorized to execute, deliver, implement and fully perform any and all obligations, instruments, documents and papers and to take any and all actions reasonably necessary or appropriate to consummate the Termination Agreement and all obligations contemplated therein; and it is further

ORDERED that LCPI and LBHI are authorized to amend, modify, or supplement any of the terms of the Termination Agreement, without the necessity of further Court proceedings or approval and without the consent of any other party, except to the extent that such changes have a material adverse effect on LCPI’s or LBHI’s estate; and it is further

ORDERED that, notwithstanding the entry of this Order, all rights, claims and defenses of LBHI and LCPI with respect to (i) the ownership of the Spruce Notes and (ii) any transfer by LBHI and LCPI of the Spruce Notes prior to the Commencement Date shall be

reserved and not affected by the transactions contemplated by the Termination Agreement and the Motion; and it is further

ORDERED that, this Order shall have no impact on the reservation of rights set forth in the fourth decretal paragraph of the *Order Pursuant to Sections 205 and 363 of the Bankruptcy Code for Approval of Two Note Purchase Agreements with the Insolvency Administrator of Lehman Brothers Bankhaus, AG (In Insolvenz)*, ECF No. 15278; and it is further

ORDERED that nothing in the Motion, this Order, or the Termination Agreement shall bind, be collateral estoppel or res judicata, constitute an admission of the parties in, or otherwise prejudice, any other matter (other than approval of the matters and the Termination Agreement herein, and the performance thereof) in this case or in the Chapter 11 Cases with respect to the legal or factual assertions set forth in the Termination Agreement and the Motion; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order and the Agreement.

Dated: New York, New York
October 19, 2011

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE